

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Green Scientific Labs Holdings Inc. (formerly Prominex Resource Corp.)
4001 SW 47th Avenue, Suite 208
Davie, Florida, 33314

Item 2 - Date of Material Change:

November 15, 2021

Item 3 – News Release:

The news release dated November 15, 2021 was issued and disseminated via Cision and has been filed on SEDAR at www.sedar.com. A copy of the news release is attached as Schedule “A” to this material change report.

Item 4 – Summary of Material Change:

On November 15, 2021, Green Scientific Labs Holdings Inc. (formerly Prominex Resource Corp.) (the “**Company**”) announced the closing of the reverse takeover transaction (the “**RTO**”) pursuant to which the Company acquired Green Scientific Labs, LLC (“**GSL**”).

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

On November 15, 2021, the Company announced the closing of the RTO pursuant to which the Company acquired GSL. In connection with the RTO, the common shares of the Company, which have been redesignated as class A subordinate voting shares (“**Subordinate Voting Shares**”) have been conditionally approved for listing on the Canadian Securities Exchange (the “**CSE**”) under the symbol “**GSL**”.

Pursuant to the terms of the business combination agreement and plan of merger previously entered into between the Company, GSL and PRC Merger Sub, Inc., a wholly owned subsidiary of the Company (“**Mergerco**”), the RTO was completed by way of a merger under the laws of the State of Delaware. Pursuant to the RTO, GSL merged with Mergerco, with GSL continuing as the surviving company and as a wholly-owned subsidiary of the Company. Following the RTO, the Company will continue to carry on the business of GSL.

In connection with closing of the RTO, the Company, which was formerly named “Prominex Resource Corp.”, amended its articles to change its name to “Green Scientific Labs Holdings Inc.” and also to implement a dual share class structure consisting of the Subordinate Voting Shares and Class B multiple voting shares (“**Multiple Voting Shares**”). At closing of the RTO, there were 14,701,745 Subordinate Voting Shares and 64,972 Multiple Voting Shares issued and outstanding. Each Subordinate Voting Share carries one vote per share and each Multiple Voting Share carries one hundred votes per share. The Subordinate Voting Shares are expected to begin trading on the CSE on or about November 18, 2021. The Multiple Voting Shares will

not be listed for trading on the CSE but may be converted into Subordinate Voting Shares in certain circumstances.

Upon closing of the RTO, the following individuals were appointed to the Company's board of directors: Paul Crage, Michael Richmond, Ed Murray, Alex Spiro and Olivier Centner.

In connection with the RTO, on November 12, 2021, GSL completed a non-brokered private placement of 1,176,416 subscription receipts (the "**Subscription Receipts**") at a price of USD\$3.85 per Subscription Receipt for aggregate gross proceeds of USD\$4,529,200 (the "**Concurrent Financing**"). Immediately prior to the completion of the RTO, each Subscription Receipt automatically converted into one unit of GSL (a "**Unit**"), each Unit consisting of one GSL membership interest ("**GSL Unit**") and one GSL Unit purchase warrant (each a "**Unit Warrant**") and, immediately thereafter, pursuant to the RTO (a) each such GSL Unit was exchanged for either one Subordinate Voting Share or 1/100 of a Multiple Voting Share and (b) each Unit Warrant was exchanged for one share purchase warrant of the Company (each a "**Resulting Issuer Warrant**"). Each Resulting Issuer Warrant entitles the holder thereof to purchase either one Subordinate Voting Share or 1/100 of a Multiple Voting Share at a price of USD\$4.50 for a period of 36 months following the Closing Date, provided that if the trading price of the Subordinate Voting Shares on the CSE is greater than CAD\$8.50 for ten consecutive trading days, the Company may accelerate the time of expiry of the Resulting Issuer Warrants to the day that is 30 days from the date that notice of such acceleration is given to holders of Resulting Issuer Warrants. The proceeds of the Concurrent Financing were placed into escrow upon completion of the Concurrent Financing and were released from escrow to the Company in connection with the consummation of the RTO.

In connection with the RTO and pursuant to CSE requirements, the Company has filed a listing statement dated November 15, 2021 on SEDAR under the Company's profile at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Paul Crage
CEO and Director
Tel: (561) 350-4772

Item 9 – Date of Report:

November 17, 2021

Cautionary Statements Regarding Forward Looking Information

This material change report contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward looking information and forward-looking statements are not representative of historical facts or information or current condition but instead represent only the Company’s belief regarding future events, plans or objectives, many of which by their nature are inherently uncertain and outside of the Company’s control. Often, but not always, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects”, “scheduled”, “intends”, “contemplates”, “anticipates”, “believes”, “proposes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of the management of the Company, and include statements with respect to the timing for the listing of the Subordinate Voting Shares on the CSE, the potential conversion of the Multiple Voting Shares into Subordinate Voting Shares and the circumstances for conversion, and the potential acceleration of the expiry of the Resulting Issuer Warrants.

Such forward-looking information and forward-looking statements are based on the current expectations of the management of the Company. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements as a result of known and unknown risk factors and uncertainties affecting the Company, including but not limited to, risks regarding the cannabis-testing industry or cannabis industry generally, failure to obtain regulatory or stock exchange approvals, economic factors, the equity markets generally and risks associated with growth and competition. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information and forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. The forward-looking information and forward-looking statements contained in this material change report are made as of the date of this material change report and the Company does not undertake to update any forward-looking information and forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All written and oral forward-looking information and forward-looking statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and forward-looking statements.

SCHEDULE “A”

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

GREEN SCIENTIFIC LABS HOLDINGS INC. ANNOUNCES COMPLETION OF REVERSE TAKEOVER

VANCOUVER, BRITISH COLUMBIA – November 15, 2021 – Green Scientific Labs Holdings Inc. (formerly Prominex Resource Corp.) (the “**Company**”) is pleased to announce the closing of the reverse takeover transaction (the “**RTO**”) pursuant to which the Company acquired Green Scientific Labs, LLC (“**GSL**”). In connection with the RTO, the common shares of the Company, which have been redesignated as class A subordinate voting shares (“**Subordinate Voting Shares**”) have been conditionally approved for listing on the Canadian Securities Exchange (the “**CSE**”) under the symbol “**GSL**”.

Closing of the RTO

Pursuant to the terms of the business combination agreement and plan of merger previously entered into between the Company, GSL and PRC Merger Sub, Inc., a wholly owned subsidiary of the Company (“**Mergerco**”), the RTO was completed by way of a merger under the laws of the State of Delaware. Pursuant to the RTO, GSL merged with Mergerco, with GSL continuing as the surviving company and as a wholly-owned subsidiary of the Company. Following the RTO, the Company will continue to carry on the business of GSL.

In connection with closing of the RTO, the Company, which was formerly named “Prominex Resource Corp.”, amended its articles to change its name to “Green Scientific Labs Holdings Inc.” and also to implement a dual share class structure consisting of the Subordinate Voting Shares and Class B multiple voting shares (“**Multiple Voting Shares**”). At closing of the RTO, there were 14,701,745 Subordinate Voting Shares and 64,972 Multiple Voting Shares issued and outstanding. Each Subordinate Voting Share carries one vote per share and each Multiple Voting Share carries one hundred votes per share. The Subordinate Voting Shares are expected to begin trading on the CSE on or about November 18, 2021. The Multiple Voting Shares will not be listed for trading on the CSE but may be converted into Subordinate Voting Shares in certain circumstances.

Upon closing of the RTO, the following individuals were appointed to the Company’s board of directors: Paul Crage, Michael Richmond, Ed Murray, Alex Spiro and Olivier Centner.

Concurrent Financing

In connection with the RTO, on November 12, 2021, GSL completed a non-brokered private placement of 1,176,416 subscription receipts (the “**Subscription Receipts**”) at a price of USD\$3.85 per Subscription Receipt for aggregate gross proceeds of USD\$4,529,200 (the “**Concurrent Financing**”). Immediately prior to the completion of the RTO, each Subscription Receipt automatically converted into one unit of GSL (a “**Unit**”), each Unit consisting of one GSL membership interest (“**GSL Unit**”) and one GSL Unit purchase warrant (each a “**Unit Warrant**”) and, immediately thereafter, pursuant to the RTO (a) each such GSL Unit was exchanged for either one Subordinate Voting Share or 1/100 of a Multiple Voting Share and (b) each Unit Warrant was exchanged for one share purchase warrant of the Company (each a “**Resulting Issuer Warrant**”). Each Resulting Issuer Warrant entitles the holder thereof to purchase

either one Subordinate Voting Share or 1/100 of a Multiple Voting Share at a price of USD\$4.50 for a period of 36 months following the Closing Date, provided that if the trading price of the Subordinate Voting Shares on the CSE is greater than CAD\$8.50 for ten consecutive trading days, the Company may accelerate the time of expiry of the Resulting Issuer Warrants to the day that is 30 days from the date that notice of such acceleration is given to holders of Resulting Issuer Warrants. The proceeds of the Concurrent Financing were placed into escrow upon completion of the Concurrent Financing and were released from escrow to the Company in connection with the consummation of the RTO.

Listing Statement

In connection with the RTO and pursuant to CSE requirements, the Company has filed a listing statement dated November 15, 2021 (the “**Listing Statement**”) on SEDAR. For additional information about Company and the RTO, please refer to the Listing Statement which is available on the Company’s profile at www.sedar.com.

Additional Information

Investors are cautioned that any information released or received with respect to the RTO in this news release may not be complete and should not be relied upon.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities to be issued in connection with the RTO and the Concurrent Financing have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Investors are cautioned that, except as disclosed in the Listing Statement, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon.

The CSE has not passed upon the merits of the RTO and has neither approved nor disapproved the contents of this news release.

About Green Scientific Labs Holdings Inc.

The business of the Company will focus on the business of GSL. GSL is a leading hemp and marijuana testing laboratory based in Davie, Florida. GSL tests cannabis and cannabis derived products to ensure product quality and consumer safety. Founded in 2018, GSL is ISO 17025:2017 certified and holds a Certified Marijuana Testing Laboratory license from the Florida Department of Health Office of Medical Marijuana Use.

Cautionary Statements Regarding Forward Looking Information

This news release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward looking information and forward-looking statements are not representative of historical facts or information or current condition but instead represent only the Company’s belief regarding future events, plans or objectives, many of which by their nature are inherently uncertain and outside of the Company’s control. Often, but not always, such forward-looking

information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects”, “scheduled”, “intends”, “contemplates”, “anticipates”, “believes”, “proposes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of the management of the Company, and include statements with respect to the timing for the listing of the Subordinate Voting Shares on the CSE, the potential conversion of the Multiple Voting Shares into Subordinate Voting Shares and the circumstances for conversion, and the potential acceleration of the expiry of the Resulting Issuer Warrants.

Such forward-looking information and forward-looking statements are based on the current expectations of the management of the Company. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements as a result of known and unknown risk factors and uncertainties affecting the Company, including but not limited to, risks regarding the cannabis-testing industry or cannabis industry generally, failure to obtain regulatory or stock exchange approvals, economic factors, the equity markets generally and risks associated with growth and competition. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information and forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. The forward-looking information and forward-looking statements contained in this news release are made as of the date of this news release and the Company does not undertake to update any forward-looking information and forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All written and oral forward-looking information and forward-looking statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and forward-looking statements.

For more information, please contact:

Green Scientific Labs Holdings Inc.

Paul Crage, CEO and Director

Email: paul@greenscientificlabs.com